

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
	:
DOWLING COLLEGE,	:
f/d/b/a DOWLING INSTITUTE,	: Case No. 16-75545 (REG)
f/d/b/a DOWLING COLLEGE ALUMNI	:
ASSOCIATION,	:
f/d/b/a CECOM,	:
a/k/a DOWLING COLLEGE, INC.,	:
	:
Debtor.	:
-----X	

**SUPPLEMENTAL DECLARATION OF MICHAEL CONNORS IN  
SUPPORT OF APPLICATION FOR AN ORDER APPROVING THE  
RETENTION OF SMITH & DOWNEY, PA, AS SPECIAL COUNSEL  
TO THE DEBTOR, *NUNC PRO TUNC* TO THE PETITION DATE**

MICHAEL CONNORS makes this Declaration under 28 U.S.C. § 1746:

1. I am an attorney at law admitted to practice in the State of New York and the District Court for the Eastern District of New York. I am a partner at the firm of Smith & Downey, PA ("Smith & Downey"), which maintains an office at 100 Quentin Roosevelt Boulevard, Suite 210, Garden City, NY 11530. I submit this supplement affidavit (the "Supplemental Affidavit") in further support of the application (the "Application") of Dowling College ("Dowling" or the "Debtor") for the entry of an order authorizing the Debtor's retention of Smith & Downey as its special counsel *nunc pro tunc* to the Petition Date.

2. I am familiar with the matters set forth herein and make this Supplemental Affidavit in further support of the Application by the Debtor for authority to retain Smith & Downey as its special counsel.

3. The proposed rates of compensation to be sought by Smith & Downey, subject to final Court approval, represent a reduced hourly rate applicable to charitable organizations. The

current hourly rates for the category of Smith & Downey professionals anticipated to be staffed on this matter are set forth in the chart below. These hourly rates will not increase during this Chapter 11 Case.

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD	HOURLY RATE
Equity Partner	2	\$470
Non-Equity Partner	1	\$425
Of Counsel	-	
Associate (over 5 years)	-	
Associate (under 5 years)	1	\$275
Paralegal(s)		\$125

4. Smith & Downey maintains records of all of its clients and the matters on which it represents such clients, and the other parties which have a substantial role in such matters. I have caused a review of such records to be performed in order determine Smith & Downey's connections with the Debtor, its creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee and any person employed in the office of the United States Trustee. In addition, I have reviewed relationships that Smith & Downey has with potential parties in interest as set forth on **Schedule 1** hereto to determine if any such relationships give rise to an actual or potential conflict of interest or otherwise affect its disinterestedness.

5. As a matter of disclosure, Smith & Downey has done work in the past and continues to do work for the Diocese of Rockville Centre. St. John the Baptist High School, which is a Diocesan high school, is listed as a creditor of the Debtor.

6. Smith & Downey shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with this Chapter 11 Case in compliance with Sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Smith &

Downey also intends to make reasonable efforts to comply with the Large Case Guidelines, both in connection with this Application and the interim and final fee applications to be filed by Smith & Downey in this Chapter 11 Case.

7. The following is provided in response to the request for additional information set forth in Paragraph D.1. of the Large Case Guidelines:

**Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: Yes, services will be provided at a reduced rate applicable to charitable organizations.

**Question:** Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

**Question:** If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: Smith & Downey did not represent the Debtor during the 12 months prepetition.

**Question:** Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

Response: Yes, our client has approved the budget and staffing plan for the period ending 6/30/17.

8. In summary, I believe Smith & Downey is disinterested and is well qualified to represent the Debtor as special counsel in this Chapter 11 Case.

9. I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

  
Michael P. Connors

Executed this 1st day of February, 2017

# **Schedule 1**

<b>Dowling's Board of Trustees</b>	<b>Counsel to Dowling's Board of Trustees</b>
Michael Puorro John Racanelli Patricia Blake Gerald Curtin Joseph Posillico Ronald Parr Jack O'Connor Dennis O'Doherty	Meyer, Suozzi, English & Klein, P.C. 990 Stewart Avenue, Suite 300 Garden City, NY 11530-9194 Attn: Howard B. Kleinberg, Esq.
<b>Dowling's Restructuring Counsel</b>	<b>Dowling's Chief Restructuring Officer</b>
Klestadt Winters Jureller Southard & Stevens, LLP 200 West 41 <sup>st</sup> Street, 17 <sup>th</sup> Floor New York, New York 10036 Attn: Sean C. Southard, Esq.	Robert S. Rosenfeld RSR Consulting, LLC 1330 Avenue of the Americas, Suite 23A New York, New York 10019
<b>Proposed Counsel to Creditors' Committee</b>	<b>Dowling's Proposed Special Counsel</b>
SilvermanAcampora, LLP 100 Jericho Quadrangle, Suite 300 Jericho, New York 11753 Attn: Ronald J. Friedman, Esq. and Gerard R. Luckman, Esq.	Ingerman Smith LLP 150 Motor Parkway, Suite 400 Hauppauge, New York 11788 Attn: Christopher J. Clayton, Esq.
<b>United States Trustee</b>	<b>Indenture Trustee for the Series 1996, 2002, and 2015 Bonds and 2016 Escrow Funding Agent</b>
Office of the United States Trustee for the Eastern District of New York Alfonse D'Amato Federal Courthouse 560 Federal Plaza Central Islip, New York 11722 Attn: Christine H. Black, Esq. Stan Y. Yang, Esq.	UMB BANK, National Association 2 South Broadway, Suite 600 St. Louis, Missouri 63102 Attn: Laura Roberson, Senior Vice President
<b>Majority Holder of the Series 1996, 2002, and 2015 Bonds</b>	<b>Counsel to Indenture Trustee for the Series 1996, 2002 and 2015 Bonds</b>
Oppenheimer Funds, Rochester Division 350 Linden Oaks Rochester, New York 14625 Attn: Robert J. Bertucci, CFA	Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. One Financial Center Boston, Massachusetts 02111 Attn: P. Miyoko Sato, Esq. Ian A. Hammel, Esq.

<b>Local Counsel to Indenture Trustee for the Series 1996, 2002 and 2015 Bonds</b>	<b>Indenture Trustee for the Series 2006 Bonds</b>
Garfunkel Wild, P.C. 111 Great Neck Road Great Neck, New York 11021 Attn: Adam T. Berkowitz, Esq.	Wilmington Trust, National Association 25 South Charles Street, 11 <sup>th</sup> Floor Mail Code: MD2-CS58 Baltimore, Maryland 21201 Attn: Jay Smith
<b>Bond Insurer for the Series 2006 Bonds</b>	<b>Counsel to the Bond Insurer</b>
ACA Financial Guaranty Corp. 555 Theodore Fremd Avenue Suite C-205 Rye, New York 10580 Attn: Carl McCarthy, Esq. and Maria Cheng, Managing Director	Schulte Roth & Zabel LLP 919 Third Avenue New York, New York 10022 Attn: Brian D. Pfeiffer, Esq. and Neil S. Begley, Esq.
<b>Local Counsel to Bond Insurer</b>	
Certilman Balin Adler & Hyman, LLP 90 Merrick Avenue, 9 <sup>th</sup> Floor East Meadow, New York 11554 Attn: Richard J. McCord, Esq. and Thomas J. McNamara, Esq.	

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4 Imprint  
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664MontaukHighway  
Shirley, NY 11967

A R C Graphics  
44GeorgeStreet  
E. Patchogue, NY 11472

A.C. Electrical Supplies  
741SmithtownBy-Pass  
Smithtown, NY 11787

A.O. Service Inc.  
8NewYorkAvenue  
Port Jefferson Station, NY 11776

A.W. & Sons Exhaust Inc.  
336AtlanticStreet  
Central Islip, NY 11722

AACTE  
1307NewYorkAveNW  
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Washington, DC 20005

ABS Pump Repair Inc.  
89AllenBlvd  
Farmingdale, NY 11735

Absolute Plumbing of Long Island, Inc.  
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Life Science Group  
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Central Islip, NY 11722  
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EBSCO Subscription Services  
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Grossane Teresa  
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